

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	
per form:	16.00
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SEC USE ONLY Prefix Serial DATE RECEIVED	USE ONLY
Prefix	Serial
DATI	E RECEIVED

Name of Offering: (☐ check if this is an a SERIES A-1 PREFERRED	mendment and nar	ne has changed, and indi	cate change.)			
Filing Under (Check box(es) that apply): Type of Filing: ☑ New Filing ☐ Amen	☐ Rule 504 dment	Rule 505	⊠ Rule 50	06	☐ Section 4(6)	□ tríob
		A. BASIC IDENTIFI	CATION DA	ATA		PECENTA KA
1. Enter the information requested about th	e issuer				17	
Name of Issuer (check if this is an amen E-XCHANGE ADVANTAGE CO		has changed, and indicate	change.)			UL 0 7 2004
Address of Executive Offices 51 EAST 42 ND STREET, ROOM 6	602, NEW YO	(Number and Str RK, NY 10017	eet, City, Zip	Code)	Telephone Number ((212) 986-1450	including Area Code)
$\begin{array}{c} \textbf{Address of Principal Business Operations} \\ \textbf{(if different from Executive Offices)} \ \ N/A \end{array}$		(Number and Street, C	ty, State, Zip	Code)	Telephone Number (Including Area Code)
Brief Description of Business						- ACCCED
Type of Business Organization						PROCESUL
□ corporation □ business trust	_ ,	ership, already formed ership, to be formed		other	(please specify):	JUL 09 2004
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	•	Month JULY letter U.S. Postal Service	Year 1999 abbreviation	_	al Estimated	THOMSON FINANCIAL
	CN for Car	ada; FN for other foreign	jurisdiction)		DE	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with the state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ORIGINAL SEC 1972 (2/97)



A. BASIC IDENTIFICATION DATA

Enter the information requested for the following: Fach promoter of the issuer, if the issuer has

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of a partnership issuers.

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if FEDERSPIEL, FRED	individual)	·							
Business or Residence Addres 51 EAST 42 ND STREET			017						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner				
Full Name (Last name first, if BERKELEY, ALFRED	individual)								
Business or Residence Addres 301 NORTHFIELD PLA		•							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if individual) PATTERSON, DOUG									
Business or Residence Addres 51 EAST 42 ND STREET	•	• • • • • • • • • • • • • • • • • • • •	017						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if MACDONALD, ROBE									
Business or Residence Addres 2558 ATALAYA HILL		•							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if VAN VALKENBERG,	,								
Business or Residence Addres			ΓE 2600, SEATTLE,	WA 98101					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner				
Full Name (Last name first, if NASDAQ STOCK MA		-							
Business or Residence Address (Number and Street, City, State, Zip Code) 1735 K STREET, WASHINGTON, D.C. 20006-1500									
Check Box(es) that Apply:	Promoter	🛮 Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner				
Full Name (Last name first, if BIOS GROUP, INC.	individual)								
Business or Residence Addres 2558 ATALAYA HILL									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

U60055 03-26-97

<u></u>	·				B. IN	FORMAT	ION ABOU	T OFFER	ING				
											Yes		No
1. Has	the iss	suer sold,	or does the			o non-accrea			_				
2. Wha	ıt is th	e minimu	m investme			d from any	_			\$			0
					•	•					Yes		No
3. Does	s the o	offering po	ermit joint	ownership o	of a single u	ınit?					\boxtimes		
			-	-	_	ho has bee							
indiı	ectly,	any com	mission or	similar rem	uneration fo	or solicitatio	n of purcha	sers in coni	nection with	sales			
						s an associa							
	requested with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the												
info	information for that broker or dealer only.												
Full Nam	Full Name (Last name first, if individual)												
Business	or Res	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)						
Name of	Assoc	iated Bro	ker or Deal	er									
States in	Which	Person I	isted Has 9	Solicited or	Intends to 9	Solicit Purcl	nasers						
						,						All S	tates
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ruii Naiii	e (Las	st name in		iduai)									
Business	or Res	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	lode)						
Name of	Assoc	iated Bro	ker or Deal	er									
States in	Which	n Person I	isted Has S	Solicited or	Intends to S	Solicit Purcl	hasers						
[Cl	neck".	All States	or check	individual S	States)							🔲 All S	tates
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			rst, if indiv										
Business	or Res	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
), C		1. 1.											
Name of	Assoc	nated Bro	ker or Deal	er									
						Solicit Purc							
[Cl	ieck "	All States	or check	individual !	States)			•••••				🔲 All S	tates
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	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square and indicate in the column below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Pr		Aı	mount Already Sold
	Debt	\$		\$	
	Equity	\$ 1,000,000		\$	987,702
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$		\$	
	Other (Specify)	.\$		\$	
	Total	\$ 1,000,000		\$	987,702
	Answer also in Appendix, Column 3, if filing under ULOE.	•			•
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number Investors		Ag	ggregate Dollar Amount of Purchases
	Accredited Investors	7		\$	987,702
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering	Type of Secu	rity	D	ollar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs	***************************************		\$	
	Legal Fees			\$	
	Accounting Fees			\$	
	Engineering Fees				
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify)				
	Total				0

	E. STATE SIGNATURE								
			_		Yes	No			
1.	Is any party described in 17 CFR 230.262 presently subject to an such rule?	f 🔲							
	See Appendix, Colo	ımn 5, for state	response.						
2.	2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
	e issuer has read this notification and knows the contents to be true as y authorized person.	nd has duly caus	ed this notice	e to be sig	gned on its behalf by the	e undersigned			
	uer (Print or Type) Signature: Change Advantage Corporation	Valle		Date	06/25/04				
	me of Signer (Print or Type) Title of Signer (Print lliam Van Valkenberg Assistant Secretary	or Type)							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2		3		· ·	5				
	non-acc	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Тур	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E - Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL					\$		\$			
AK					\$		\$			
AZ					\$		\$			
AR					\$		\$			
CA					\$		\$			
со		⊠	Series A-1 Preferred: \$1,000,000	2	\$200,000	0	\$0		⊠	
СТ					\$		\$			
DE					\$		\$			
DC					\$		s			
FL					\$		\$			
GA					\$		\$			
HI					\$		\$			
ID					\$		\$			
IL					\$		\$			
IN					s		\$			
IA					\$		\$			
KS					S		\$			
KY					\$		\$			
LA					s		\$			
МЕ					\$		\$			
MD		\boxtimes	Series A-1 Preferred: \$1,000,000	1	\$373,644	0	\$0		⊠	
MA					\$		\$			
MI					\$		\$			
MN					\$		\$			
MS					\$		\$			
МО					\$		\$			

	2		3			<u> </u>	5 Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E - Item 1)		
	non-ac	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)	Туţ	oe of investor and a (Part C				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МТ					\$		\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ					\$		\$		
NM		Ø	Series A-1 Preferred: \$1,000,000	1	\$128,184	0	\$0		×
NY					\$		s		
NC					\$		\$		
ND					\$		\$		
ОН					s		\$		
ОК					\$		\$		
OR					\$		\$		
PA					\$		\$		
RI			·		\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
TX					\$		\$		
UT					\$		\$		
VT					\$		\$		
VA			Series A-1 Preferred: \$1,000,000	1	\$100,000	0	\$0		×
WA		☒	Series A-1 Preferred: \$1,000,000	2	\$185,470	0	\$0		×
wv					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		

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